

RECORDATION NO. 27858-A FILED

MAR 25 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A LESTER

March 25, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Warehouse 40th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of March 25, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Security Agreement being filed with the Board under Recordation Number 27858.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Anne K. Quinlan, Esq.  
March 25, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

270 railcars:

TILX 030201 - TILX 030237  
TILX 199563 - TILX 199587  
TILX 253596 - TILX 253649  
TILX 314660 - TILX 314674  
TILX 479301 - TILX 479432 (not inclusive)  
TILX 641178 - TILX 641247 (not inclusive)

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem  
Enclosures

MAR. 24. 2009 3:57PM

CREDIT SUISSE

RECORDATION NO.

27858-A  
FILED

NO. 2308 P. 1/3

MAR 25 '09

-9 00 AM

**BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT** SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 as amended and restated by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 25<sup>th</sup> day of March, 2009.

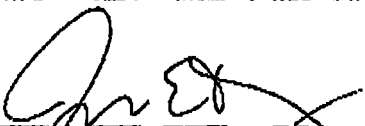
**TRINITY INDUSTRIES LEASING COMPANY**

By: 

Name: Eric R. Marchetto

Title: Executive Vice President

**TRINITY RAIL LEASING TRUST II**

By: 

Name: James E. Perry

Title: Vice President, Treasurer and Asst Secretary

## ACKNOWLEDGMENT

STATE OF

Texas

COUNTY OF

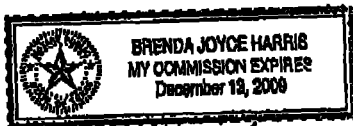
Dallas

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be an Executive Vice President of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 25<sup>th</sup> day of March, 2009.

Notary Public

MY COMMISSION EXPIRES:



A handwritten signature in cursive script that reads "Brenda Joyce Harris".

## ACKNOWLEDGMENT

STATE OF

Texas

COUNTY OF

Dallas

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Vice President, Treasurer and Asst Secretary of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 25<sup>th</sup> day of March, 2009.

Notary Public

MY COMMISSION EXPIRES:



A handwritten signature in cursive script that reads "Brenda Joyce Harris".

**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 40TH FUNDING PORTFOLIO**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX030201	6760	12/3/2008	Freight
2	TILX030202	6760	12/3/2008	Freight
3	TILX030203	6760	12/3/2008	Freight
4	TILX030204	6760	12/3/2008	Freight
5	TILX030205	6760	12/3/2008	Freight
6	TILX030206	6760	12/3/2008	Freight
7	TILX030207	6760	12/3/2008	Freight
8	TILX030208	6760	12/3/2008	Freight
9	TILX030209	6760	12/3/2008	Freight
10	TILX030210	6760	12/3/2008	Freight
11	TILX030211	6760	12/3/2008	Freight
12	TILX030212	6760	12/3/2008	Freight
13	TILX030213	6760	12/3/2008	Freight
14	TILX030214	6760	12/3/2008	Freight
15	TILX030215	6760	12/3/2008	Freight
16	TILX030216	6760	12/3/2008	Freight
17	TILX030217	6760	12/3/2008	Freight
18	TILX030218	6760	12/3/2008	Freight
19	TILX030219	6760	12/3/2008	Freight
20	TILX030220	6760	12/3/2008	Freight
21	TILX030221	6760	12/3/2008	Freight
22	TILX030222	6760	12/3/2008	Freight
23	TILX030223	6760	12/3/2008	Freight
24	TILX030224	6760	12/3/2008	Freight
25	TILX030225	6760	12/3/2008	Freight
26	TILX030226	6760	12/3/2008	Freight
27	TILX030227	6760	12/3/2008	Freight
28	TILX030228	6760	12/3/2008	Freight
29	TILX030229	6760	12/3/2008	Freight
30	TILX030230	6760	12/3/2008	Freight
31	TILX030231	6760	12/3/2008	Freight
32	TILX030232	6760	12/3/2008	Freight
33	TILX030233	6760	12/3/2008	Freight
34	TILX030234	6760	12/3/2008	Freight
35	TILX030235	6760	12/3/2008	Freight
36	TILX030236	6760	12/3/2008	Freight
37	TILX030237	6760	12/3/2008	Freight
38	TILX199563	48049	5/22/2008	Tank
39	TILX199567	48049	5/22/2008	Tank
40	TILX199568	48049	5/22/2008	Tank
41	TILX199570	48049	5/22/2008	Tank
42	TILX199571	48049	5/22/2008	Tank
43	TILX199572	48049	5/22/2008	Tank
44	TILX199579	48049	5/22/2008	Tank
45	TILX199583	48049	5/22/2008	Tank
46	TILX199585	48049	5/22/2008	Tank
47	TILX199587	48049	5/22/2008	Tank
48	TILX253596	47840	9/22/2008	Tank
49	TILX253607	47840	9/22/2008	Tank
50	TILX253611	47840	9/22/2008	Tank
51	TILX253612	47840	9/22/2008	Tank

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WAREHOUSE 40TH FUNDING PORTFOLIO**

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<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
52	TILX253615	47840	9/22/2008	Tank
53	TILX253620	47840	9/22/2008	Tank
54	TILX253624	47840	9/22/2008	Tank
55	TILX253629	47840	9/22/2008	Tank
56	TILX253636	47840	9/29/2008	Tank
57	TILX253637	47840	9/29/2008	Tank
58	TILX253649	47840	9/29/2008	Tank
59	TILX314660	48049	9/29/2008	Tank
60	TILX314661	48049	9/29/2008	Tank
61	TILX314662	48049	9/29/2008	Tank
62	TILX314663	48049	9/29/2008	Tank
63	TILX314665	48049	9/29/2008	Tank
64	TILX314666	48049	9/29/2008	Tank
65	TILX314667	48049	9/29/2008	Tank
66	TILX314672	48049	9/29/2008	Tank
67	TILX314673	48049	9/29/2008	Tank
68	TILX314674	48049	9/29/2008	Tank
69	TILX479301	2830	9/18/2008	Freight
70	TILX479302	2830	9/18/2008	Freight
71	TILX479303	2830	9/18/2008	Freight
72	TILX479304	2830	9/18/2008	Freight
73	TILX479305	2830	9/18/2008	Freight
74	TILX479306	2830	9/18/2008	Freight
75	TILX479307	2830	9/18/2008	Freight
76	TILX479308	2830	9/18/2008	Freight
77	TILX479309	2830	9/18/2008	Freight
78	TILX479310	2830	9/18/2008	Freight
79	TILX479311	2830	9/18/2008	Freight
80	TILX479312	2830	9/18/2008	Freight
81	TILX479313	2830	9/18/2008	Freight
82	TILX479314	2830	9/18/2008	Freight
83	TILX479315	2830	9/18/2008	Freight
84	TILX479316	2830	9/18/2008	Freight
85	TILX479317	2830	9/18/2008	Freight
86	TILX479318	2830	9/18/2008	Freight
87	TILX479319	2830	9/18/2008	Freight
88	TILX479320	2830	9/18/2008	Freight
89	TILX479321	2830	9/18/2008	Freight
90	TILX479322	2830	9/18/2008	Freight
91	TILX479323	2830	9/18/2008	Freight
92	TILX479324	2830	9/18/2008	Freight
93	TILX479325	2830	9/18/2008	Freight
94	TILX479326	2830	9/18/2008	Freight
95	TILX479327	2830	9/18/2008	Freight
96	TILX479328	2830	9/18/2008	Freight
97	TILX479329	2830	9/18/2008	Freight
98	TILX479330	2830	9/18/2008	Freight
99	TILX479331	2830	9/18/2008	Freight
100	TILX479332	2830	9/18/2008	Freight
101	TILX479333	2830	9/18/2008	Freight
102	TILX479334	2830	9/18/2008	Freight

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WAREHOUSE 40TH FUNDING PORTFOLIO**

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<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
103	TILX479335	2830	9/18/2008	Freight
104	TILX479336	2830	9/18/2008	Freight
105	TILX479337	2830	9/18/2008	Freight
106	TILX479338	2830	9/18/2008	Freight
107	TILX479339	2830	9/18/2008	Freight
108	TILX479340	2830	9/18/2008	Freight
109	TILX479341	2830	9/18/2008	Freight
110	TILX479342	2830	9/18/2008	Freight
111	TILX479343	2830	9/18/2008	Freight
112	TILX479344	2830	9/18/2008	Freight
113	TILX479345	2830	9/18/2008	Freight
114	TILX479346	2830	9/18/2008	Freight
115	TILX479347	2830	9/18/2008	Freight
116	TILX479348	2830	9/18/2008	Freight
117	TILX479349	2830	9/18/2008	Freight
118	TILX479350	2830	9/18/2008	Freight
119	TILX479351	2830	9/18/2008	Freight
120	TILX479352	2830	9/18/2008	Freight
121	TILX479353	2830	9/18/2008	Freight
122	TILX479354	2830	9/18/2008	Freight
123	TILX479355	2830	9/18/2008	Freight
124	TILX479356	2830	9/18/2008	Freight
125	TILX479357	2830	9/18/2008	Freight
126	TILX479358	2830	9/18/2008	Freight
127	TILX479359	2830	9/18/2008	Freight
128	TILX479360	2830	9/18/2008	Freight
129	TILX479361	2830	9/18/2008	Freight
130	TILX479362	2830	9/18/2008	Freight
131	TILX479363	2830	9/18/2008	Freight
132	TILX479364	2830	9/18/2008	Freight
133	TILX479365	2830	9/18/2008	Freight
134	TILX479366	2830	9/18/2008	Freight
135	TILX479367	2830	9/18/2008	Freight
136	TILX479368	2830	9/18/2008	Freight
137	TILX479369	2830	9/18/2008	Freight
138	TILX479370	2830	9/18/2008	Freight
139	TILX479371	2830	9/18/2008	Freight
140	TILX479372	2830	9/18/2008	Freight
141	TILX479373	2830	9/18/2008	Freight
142	TILX479374	2830	9/18/2008	Freight
143	TILX479375	2830	9/18/2008	Freight
144	TILX479376	2830	9/18/2008	Freight
145	TILX479377	2830	9/18/2008	Freight
146	TILX479378	2830	9/18/2008	Freight
147	TILX479379	2830	9/18/2008	Freight
148	TILX479380	2830	9/18/2008	Freight
149	TILX479381	2830	9/18/2008	Freight
150	TILX479382	2830	9/18/2008	Freight
151	TILX479383	2830	9/18/2008	Freight
152	TILX479384	2830	9/18/2008	Freight
153	TILX479385	2830	9/18/2008	Freight



**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 40TH FUNDING PORTFOLIO**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
154	TILX479386	2830	9/18/2008	Freight
155	TILX479387	2830	9/18/2008	Freight
156	TILX479388	2830	9/18/2008	Freight
157	TILX479389	2830	9/18/2008	Freight
158	TILX479390	2830	9/18/2008	Freight
159	TILX479391	2830	9/18/2008	Freight
160	TILX479392	2830	9/18/2008	Freight
161	TILX479393	2830	9/18/2008	Freight
162	TILX479394	2830	9/18/2008	Freight
163	TILX479395	2830	9/18/2008	Freight
164	TILX479396	2830	9/18/2008	Freight
165	TILX479397	2830	9/18/2008	Freight
166	TILX479398	2830	9/18/2008	Freight
167	TILX479399	2830	9/18/2008	Freight
168	TILX479400	2830	9/18/2008	Freight
169	TILX479401	2830	9/18/2008	Freight
170	TILX479402	2830	9/18/2008	Freight
171	TILX479403	2830	9/18/2008	Freight
172	TILX479404	2830	9/18/2008	Freight
173	TILX479405	2830	9/18/2008	Freight
174	TILX479406	2830	9/18/2008	Freight
175	TILX479407	2830	9/18/2008	Freight
176	TILX479408	2830	9/18/2008	Freight
177	TILX479409	2830	9/18/2008	Freight
178	TILX479410	2830	9/18/2008	Freight
179	TILX479411	2830	9/18/2008	Freight
180	TILX479412	2830	9/18/2008	Freight
181	TILX479413	2830	9/18/2008	Freight
182	TILX479414	2830	9/24/2008	Freight
183	TILX479415	2830	9/24/2008	Freight
184	TILX479416	2830	9/24/2008	Freight
185	TILX479417	2830	9/24/2008	Freight
186	TILX479418	2830	9/24/2008	Freight
187	TILX479419	2830	9/24/2008	Freight
188	TILX479420	2830	9/24/2008	Freight
189	TILX479421	2830	9/24/2008	Freight
190	TILX479422	2830	9/24/2008	Freight
191	TILX479423	2830	9/24/2008	Freight
192	TILX479424	2830	9/24/2008	Freight
193	TILX479425	2830	9/24/2008	Freight
194	TILX479426	2830	9/24/2008	Freight
195	TILX479427	2830	9/24/2008	Freight
196	TILX479428	2830	9/24/2008	Freight
197	TILX479429	2830	9/24/2008	Freight
198	TILX479430	2830	9/24/2008	Freight
199	TILX479431	2830	9/24/2008	Freight
200	TILX479432	2830	9/18/2008	Freight
201	TILX641178	2857	2/20/2008	Freight
202	TILX641179	2857	2/20/2008	Freight
203	TILX641180	2857	2/20/2008	Freight
204	TILX641181	2857	2/20/2008	Freight

**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 40TH FUNDING PORTFOLIO**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
205	TILX641182	2857	2/20/2008	Freight
206	TILX641183	2857	2/20/2008	Freight
207	TILX641184	2857	2/20/2008	Freight
208	TILX641185	2857	2/20/2008	Freight
209	TILX641186	2857	2/20/2008	Freight
210	TILX641187	2857	2/20/2008	Freight
211	TILX641188	2857	2/20/2008	Freight
212	TILX641189	2857	2/20/2008	Freight
213	TILX641190	2857	2/20/2008	Freight
214	TILX641191	2857	2/20/2008	Freight
215	TILX641192	2857	2/20/2008	Freight
216	TILX641193	2857	2/20/2008	Freight
217	TILX641194	2857	2/20/2008	Freight
218	TILX641195	2857	2/20/2008	Freight
219	TILX641196	2857	2/20/2008	Freight
220	TILX641197	2857	2/20/2008	Freight
221	TILX641198	2857	2/20/2008	Freight
222	TILX641199	2857	2/20/2008	Freight
223	TILX641200	2857	2/20/2008	Freight
224	TILX641201	2857	2/20/2008	Freight
225	TILX641202	2857	2/20/2008	Freight
226	TILX641203	2857	2/20/2008	Freight
227	TILX641204	2857	2/20/2008	Freight
228	TILX641205	2857	2/20/2008	Freight
229	TILX641206	2857	2/20/2008	Freight
230	TILX641207	2857	2/20/2008	Freight
231	TILX641208	2857	2/20/2008	Freight
232	TILX641209	2857	2/20/2008	Freight
233	TILX641210	2857	2/20/2008	Freight
234	TILX641211	2857	2/20/2008	Freight
235	TILX641212	2857	2/20/2008	Freight
236	TILX641213	2857	2/20/2008	Freight
237	TILX641214	2857	2/20/2008	Freight
238	TILX641215	2857	2/20/2008	Freight
239	TILX641216	2857	2/20/2008	Freight
240	TILX641217	2857	2/20/2008	Freight
241	TILX641218	2857	2/20/2008	Freight
242	TILX641219	2857	2/20/2008	Freight
243	TILX641220	2857	2/20/2008	Freight
244	TILX641221	2857	2/20/2008	Freight
245	TILX641222	2857	2/20/2008	Freight
246	TILX641223	2857	2/20/2008	Freight
247	TILX641224	2857	2/20/2008	Freight
248	TILX641225	2857	2/20/2008	Freight
249	TILX641226	2857	2/20/2008	Freight
250	TILX641227	2857	2/20/2008	Freight
251	TILX641228	2857	2/20/2008	Freight
252	TILX641229	2857	2/20/2008	Freight
253	TILX641230	2857	2/20/2008	Freight
254	TILX641231	2857	2/20/2008	Freight
255	TILX641232	2857	2/20/2008	Freight

**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 40TH FUNDING PORTFOLIO**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
256	TILX641233	2857	2/20/2008	Freight
257	TILX641234	2857	2/20/2008	Freight
258	TILX641235	2857	2/20/2008	Freight
259	TILX641236	2857	2/20/2008	Freight
260	TILX641237	2857	2/20/2008	Freight
261	TILX641238	2857	2/20/2008	Freight
262	TILX641239	2857	2/20/2008	Freight
263	TILX641240	2857	2/20/2008	Freight
264	TILX641241	2857	2/20/2008	Freight
265	TILX641242	2857	2/20/2008	Freight
266	TILX641243	2857	2/20/2008	Freight
267	TILX641244	2857	2/20/2008	Freight
268	TILX641245	2857	2/20/2008	Freight
269	TILX641246	2857	2/20/2008	Freight
270	TILX641247	2857	2/20/2008	Freight

**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 40th FUNDING PORTFOLIO**

**Exhibit B**

<b><u>Lessee Number</u></b>	<b><u>Lessee</u></b>	<b><u>Rider Number</u></b>
47840	BIOVERSEL TRADING, INC	04
2830	CANADIAN PACIFIC RAILWAY	10
2857	CHS INC	09
48049	CRUDE MARKETING & TRANSPORTATION INC	02
6760	LAFARGE NORTH AMERICA	02

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/25/09



\_\_\_\_\_  
Robert W. Alvord